



RRR NETWORK

The Rural, Regional, Remote Women's Network of Western Australia Inc. Constitution

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Part A – Preliminary Matters

1 Name of Association

The name of the Association is The Rural, Regional, Remote Women’s Network of Western Australia Inc.

2 Defined terms and interpretation

- (a) The Dictionary in Schedule 1:
 - (i) defines some of the terms used in this constitution; and
 - (ii) sets out the rules of interpretation which apply to this constitution.
 - (b) The interpretation clause in the (**Dictionary**) sets out rules of interpretation for this constitution.
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3 Members’ liabilities

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, that the Member owes to the Association, including any unpaid membership fee.

Part B- Purpose and activities

4 Objects and powers

4.1 Objects

The objects of the Association are to actively engage with rural, regional and remote women to support and contribute to the economic and social wellbeing of their communities.

4.2 Powers

Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects.

Part C – Members and Membership

5 Membership

5.1 Membership eligibility

To become a member of the Association, the Applicant must:

- (a) have a commitment to the purposes of the Association;

- (b) be 15 years of age or older;
- (c) meet the eligibility criteria for the particular class of membership they are applying for as provided in the table at Schedule 2;
- (d) agree to be bound by this constitution and such guidelines, policies and procedures as the Board may adopt from time to time pertaining to or involving members;
- (e) complete and lodge an application in such form as determined by the Board from time to time which, for the avoidance of doubt, may include applying using the Internet;
- (f) pay any joining and annual fee as listed in Schedule 2, unless determined differently by the Board.
- (g) be admitted into membership by the Board; and
- (h) satisfy such other membership criteria as the Board may determine from time to time.

5.2 Applicant Outcome

The Chairperson shall cause an applicant for Membership to be informed of the outcome of her or his application as soon as practicable after a decision is made in respect of that application.

A person who applies to become a member of the Association is to be given a copy of the current Rules.

An applicant whose application for Membership of the Association is rejected has no right of appeal against that decision or rejection.

The Rules are to be made available to Members in accordance with sections 35 and 36 of the Act.

5.3 Member rights

Each member has the rights associated with the class of membership to which the member belongs as set out in Schedule 2.

5.4 Membership fees

- (a) Unless a different amount is determined by the Board under rule 5.4(c), the joining fee (if any) and the annual fee (if any) for membership of the Association is the amount corresponding to the class of membership to which the member belongs as set out in the table at Schedule 2.
- (b) Unless the Board resolves otherwise, annual fees fall due on 1 July of each year. A notice will be sent to each Member prior to the due date informing the Member of the annual membership fee payable for the coming year.
- (c) The Board may require the payment of fees or levies by Members in the amounts and at the times as it resolves. The Board may make fees payable for one or more Members or for one or more class of membership for different amounts and at different times. The Board may revoke or postpone payment of fees or extend the time for payment of fees.

- (d) A Member that has not paid the required membership fee may not exercise any of the rights associated with the class of membership to which that Member belongs including the right to exercise any vote the Member may have at a meeting of Members.

5.5 Register of Members

- (a) The Secretary must:
 - (i) keep and maintain in an up to date condition a Register recording the names of Members and a postal, residential or email address (or information by means of which contact can be made with the member) for each of them;
 - (ii) record in the register any changes in the membership of the Association within 28 days after the change occurs; and
 - (iii) upon the request of a Member make the Register available for inspection by the Member.
- (b) The Register must be kept at the office of the Association, or at such other place as the Members in General Meeting decide.
- (c) The Secretary must cause to be deleted from the Register the name of a person who dies or ceases to be a Member.
- (d) Subject to rule 23(b) a Member may make a copy of or take an extract from the Register but shall have no right to remove the register from the custody of the Secretary.
- (e) A Member must not use information about a Member obtained from the Register to contact or send material to the person, other than for:
 - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

5.6 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6 Ceasing to be a member

6.1 Cessation of membership

- (a) A person ceases to be a Member if the person:
 - (i) dies;
 - (ii) resigns from membership (see rule 6.2);

- (iii) is expelled from the Association (see rules 8.2 and 8.3); or
 - (iv) fails to pay the annual membership fee within 3 months after the due date.
- (b) Unless otherwise resolved by the Board, any person ceasing to be a Member:
- (i) will not be entitled to any refund (or part refund) of any membership fee; and
 - (ii) will remain liable for and must pay all membership fees and moneys which were due at the date of ceasing to be a Member.

6.2 Resignation from membership

- (a) A Member may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or such other period as the Board may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.
- (b) If a Member ceases to be a Member, the Secretary must ensure that an appropriate entry is made in the Register recording the date on which the Member ceased to be a Member.

7 Meetings and decisions of Members

7.1 Annual general meetings - holding of

- (a) The Association must hold its annual general meetings:
 - (i) within 6 months after the close of the Association's financial year, or
 - (ii) within such later time as may be allowed by the Commissioner or prescribed by the Regulations.

7.2 Annual general meetings - calling of and business at

- (a) The annual general meeting of the Association is, subject to the Act and to rule 7.1, to be convened on such date and at such place and time as the Board thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (i) to confirm the minutes of the last preceding annual general meeting and of any Special General Meeting held since that meeting;
 - (ii) to receive from the Board reports on the activities of the Association during the last preceding financial year;
 - (iii) to elect Board members and Office Bearers; and
 - (iv) to receive and consider any financial statement or report required to be submitted to Members under the Act.
- (c) An annual general meeting must be specified as such in the notice convening it.

7.3 Special general meetings - calling of

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting.
- (b) The Board must, on the requisition in writing of at least 10% of the total number of Members, convene a Special General Meeting.
- (c) A requisition of Members for a Special General Meeting:
 - (i) must state the purpose or purposes of the meeting,
 - (ii) must be signed by the Members making the requisition,
 - (iii) must be lodged with the Secretary, and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
- (d) If the Board fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.
- (e) A Special General Meeting convened by a Member or Members as referred to in rule 7.3(d) must be convened as nearly as is practicable in the same manner as Special General Meetings are convened by the Board.

7.4 Notice of general meetings

- (a) The Secretary must, at least 21 days before the date fixed for the holding of a general meeting (including any annual general meeting), ensure that notice is given to each Member and Board member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting. All members are entitled to attend any General Meeting of the Association.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution, the Secretary must ensure that, in addition to complying with the requirements under rule 7.4(a), the notice clearly identifies which of the resolutions are to be determined by a Special Resolution and includes the exact wording of each Special Resolution to be considered.
- (c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 7.2(b).
- (d) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must ensure that the business is included in the next notice calling a general meeting given after receipt of the notice from the Member.

7.5 Quorum and proceedings for general meetings

- (a) No item of business is to be transacted at a general meeting unless a quorum of Members entitled under this constitution to vote is present during the time the

meeting is considering that item. For the avoidance of doubt a Member attending the meeting by technological means may be counted when determining a quorum.

- (b) A quorum for a general meeting of the Members is one present of members personally present.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of Members, is to be dissolved, and
 - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members and Board members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being at least 5) are to constitute a quorum.
- (e) If, at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (f) The contemporaneous linking together by a form of technology of a number of Members sufficient to constitute a quorum, constitutes a general meeting of the Members and all the provisions in this constitution relating to meetings of the Members apply, so far as they can and with such changes as are necessary, to meetings of the Members held using a form of technology.
- (g) A meeting by telephone or other electronic means is taken to be held at the place where the chair of the meeting is or at such other place the chair of the meeting decides on, as long as at least one of the Members involved was at the place for the duration of the meeting.
- (h) A Member taking part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (i) If, before or during the meeting, any technical difficulty occurs whereby one or more Members has ceased to participate, the chair may adjourn the meeting until the difficulty is remedied or may, provided a quorum of Members remains present, continue with the meeting.

7.6 Presiding member

- (a) The chair person or, in the chair person's absence, the deputy chair person, is to preside as chair at each general meeting of the Association.
- (b) If the chair person and the deputy chair person are absent or unwilling to act, the Members present must elect one of their number to preside as chair at the meeting.

7.7 Adjournment

- (a) The chair of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned

meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (b) If a general meeting is adjourned for 14 days or more, the Secretary must ensure that written or oral notice of the adjourned meeting is given to each Member and each Board member stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in rules 7.7(a) and 7.7(b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

7.8 Making of decisions

- (a) A question arising at a general meeting of the Association is to be determined by either:
 - (i) a show of hands, or
 - (ii) if on the motion of the chair or of 50% or more Members present at the meeting so determine, by a written ballot.
- (b) If the question is to be determined by a show of hands, a declaration by the chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect in the minute book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (c) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chair.

7.9 Voting

- (a) On any question arising at a general meeting of the Association, a Member has the number of votes associated with the class of membership to which the Member belongs as set out in the table at schedule 2.
- (b) In the case of an equality of votes on a question at a general meeting, the chair of the meeting is entitled to exercise a second or casting vote in addition to any vote he or she may have as a Member.
- (c) A Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member to the Association has been paid.

7.10 Postal ballots

Postal ballots must not be used to determine any issue or proposal.

7.11 Proxies

- (a) Subject to sub-rule (b), a Member may appoint an individual who is a Member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- (b) Member may be appointed the proxy for not more than 5 other Members.
- (c) The appointment of a proxy must be in writing and signed by the Member making the appointment.

- (d) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
 - (e) If no instructions are given to the proxy, the proxy may vote on behalf of the Member in any matter as the proxy sees fit.
 - (f) If the Board has approved a form for the appointment of a proxy, the Member may use that form or any other form:
 - (i) that clearly identifies the person appointed as the Member's proxy; and
 - (ii) that has been signed by the Member.
 - (g) Notice of a general meeting given to a Member must:
 - (i) state that the Member may appoint an individual who is a Member as a proxy for the meeting; and
 - (ii) include a copy of any form that the Board has approved for the appointment of a proxy.
 - (h) A form appointing a proxy must be given to the Secretary before the commencement of the general meeting for which the proxy is appointed.
 - (i) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.
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8 Dispute resolution and disciplining of Members

8.1 Resolution of disputes

The grievance procedure set out in this rule applies to disputes under this Constitution between:

- (a) a Member and another Member; or
- (b) a Member and the Association.

The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board;

- (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed to, or employed by, a not for profit organisation.

A Member of the Association cannot be a mediator.

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

The mediator must not determine the dispute.

The mediation must be confidential and without prejudice.

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

8.2 Disciplining of Members

- (a) A complaint may be made to the Board by any person that a Member:
 - (i) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (ii) has wilfully acted in a manner prejudicial to the interests of the Association or has, or could, damage the reputation of the Association.
- (b) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the Board decides to deal with the complaint, it:
 - (i) must cause notice of the complaint to be served on the Member concerned,
 - (ii) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - (iii) must take into consideration any submissions made by the Member in connection with the complaint.
- (d) The Board may, by resolution, expel the Member from the Association or suspend the Member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (e) If the Board expels or suspends a Member, the Secretary must, within seven days after the action is taken, ensure that written notice is given to the Member of the

action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under rule.

- (f) The expulsion or suspension does not take effect:
 - (i) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned, or
 - (ii) if within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution under rule 8.3, whichever is the later.

8.3 Right of appeal of disciplined Member

- (a) A Member may appeal to the Association in general meeting against a resolution of the Board under rule 8.2, within seven days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (c) The Secretary must ensure that the Board is notified of the receipt of a notice from a Member under rule 8.3(a) as soon as practicable after its receipt. The Board must then convene a Special General Meeting to be held within 28 days after the date on which the Secretary received the notice.
- (d) At a Special General Meeting convened under rule 8.3(c):
 - (i) no business other than the question of the appeal is to be transacted;
 - (ii) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (iii) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) The appeal is to be determined by a simple majority of votes cast by Members present.

Part D – Not for profit

9 No profits for Members

- (a) Subject to rule 9(a), the property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income or assets of the Association may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in promotion of those objects or purposes.
- (b) The Association may, with the approval of the Board, make payment in good faith to a Member:
 - (i) by way of reasonable and proper remuneration for any goods supplied or services rendered to the Association (including remuneration as an employee or consultant);

- (ii) by way of interest on money lent to the Association by that Member at a reasonable and proper rate per annum not exceeding the rate for the time being charged by the Association's bankers on overdrawn accounts;
 - (iii) by way of reasonable and proper rent for premises let by that Member to the Association; and
 - (iv) for authorised out-of-pocket expenses reasonably and properly incurred by that Member in connection with the affairs of the Association.
- (c) Nothing in this rule 9 prevents the Association from providing a benefit to a member in the Association's ordinary course of business.

Part E – Board, Officers and Patrons

10 The Board

10.1 Number of Board members

- (a) The minimum number of Board members is 5.
- (b) Unless otherwise determined by a resolution of the Members, the total number of Board members must not exceed nine.
- (c) If there are less than the minimum number of Board members then the remaining Board members may act, but only:
 - (i) to call a general meeting;
 - (ii) to approve the appointment of such number of Board members as necessary to increase the number to the required minimum; or
 - (iii) in the case of emergency.

10.2 Composition of Board

- (a) The Board is to comprise the Office Bearers and at least one ordinary Board member, all of whom must be ordinarily resident in Australia and aged 18 years or more
- (b) At each Annual general meeting the Association must decide by resolution the number of ordinary Board members to hold office.

10.3 Term of office

- (a) Each Board member that is an Office Bearer is, unless he or she retires or is removed earlier in accordance with this constitution or the Act, to hold office for a period of 2 years following his or her election, but is eligible for re-election; and
- (b) Each Board member who is an ordinary Board member is, unless he or she retires or is renounced earlier in accordance with this constitution or the Act, to hold office for a period of 3 years following his or her election but is eligible for re-election.

10.4 Powers of the Board

Subject to the Act, the Regulations, this constitution and to any resolution passed by the Association in general meeting, the Board:

- (a) is to control and manage the affairs of the Association;
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of Members; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

10.5 Removal of Board members

The Association in general meeting may by resolution remove any Board member from office before the expiration of the Board member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Board member so removed.

10.6 Casual vacancies

- (a) If a casual vacancy occurs in the membership of the Board members, the Board may appoint a Member to fill the vacancy and the Member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (b) A casual vacancy in the membership of Board members occurs if a Board member:
 - (i) dies;
 - (ii) is suspended from membership or ceases to be a Member;
 - (iii) resigns office by notice in writing given to the Secretary;
 - (iv) is, in the reasonable opinion of the Board, unable to properly fulfil his or her role as a result of physical or psychological affliction;
 - (v) is absent without the consent of the Board from 3 consecutive meetings of the Board;
 - (vi) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
 - (vii) becomes ineligible to serve as a Board member under section 39 of the Act.

11 Election of Board members

11.1 Nomination requirements and eligibility

- (a) To be eligible for nomination and election as a Board member (including as an Office Bearer) and to hold such office the candidate must be a Member.

- (b) Nominations of candidates for election as Office Bearers or as Board members must be:
 - (i) made in writing;
 - (ii) accompanied by the written and signed consent of the candidate (which may be endorsed on the form of the nomination);
 - (iii) signed by one current Member, in support of the nomination; and
 - (iv) delivered to the Secretary no later than 5:00pm on the day that is 28 days before the date fixed for the holding of the annual general meeting at which the election of Board members and Office Bearers is to take place.

11.2 Election

- (a) If the number of nominations received is equal to or less than the number of Board member vacancies, and if the Office Bearer positions are uncontested, the candidates nominated are taken to be elected unopposed – meaning that an election is not required.
- (b) If insufficient nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies and may be filled by way of appointment under rule 10.6.
- (c) If the number of nominations received exceeds the number of vacancies to be filled, or if any Office Bearer position is contested, a ballot is to be held.
- (d) The ballot for the election of Office Bearers and Board members is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

12 Board meetings, decisions and quorum

12.1 Convening and frequency of Board meetings

- (a) The Board must meet at least six times in each period of 12 months at such place and time as the Board determines.
- (b) Additional meetings of the Board may be convened by any Board member.
- (c) oral and/or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (d) Notice of a meeting given under rule 12.1(c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.

12.2 Quorum for Board meetings

- (a) 50%, of all current Board members, so long as at least one such Board member is an Office Bearer), plus one constitutes a quorum for the transaction of the business

of a meeting of the Board. If 50% is not a whole number, then the number is to be rounded up.

- (b) No business is to be transacted by the Board unless a quorum is present. If, within half an hour of the time appointed for the meeting, a quorum is not present, then, without prejudice to the right of those present to discuss but not to vote on any matter, the meeting is to be dissolved.

12.3 Presiding over a Board meeting

At a meeting of the Board:

- (a) the chair person or, if the chairperson is unwilling to act or is absent, the deputy chairperson is to preside as chair, or
- (b) if the chair person and the deputy chairperson are absent or unwilling to act, such one of the remaining Board members as may be chosen by the Board members present at the meeting is to preside as chair.

12.4 Meetings of the Board by a form of technology

- (a) The contemporaneous linking together by a form of technology of a number of Board members sufficient to constitute a quorum, constitutes a meeting of the Board and all the provisions in this constitution relating to meetings of the Board apply, so far as they can and with such changes as are necessary, to meetings of the Board held using a form of technology.
- (b) A meeting by telephone or other electronic means is taken to be held at the place where the chair of the meeting is or at such other place the chair of the meeting decides, as long as at least one of the Board members involved was at the place for the duration of the meeting.
- (c) A Board member taking part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) If, before or during the meeting, any technical difficulty occurs whereby one or more Board members has ceased to participate, the chair person may adjourn the meeting until the difficulty is remedied or may, provided a quorum of Board members remains present, continue with the meeting.

12.5 Voting and decisions of the Board

- (a) Questions arising at a meeting of the Board are to be determined by a majority of the votes of the Board members present at the meeting. For the avoidance of doubt, a person is present at a meeting of the Board if attending by telephone or other technological means approved by the Board.
- (b) Each Board member present at a meeting of the Board is entitled to one vote. In the event of an equality of votes on any question, the chair may exercise a second or casting vote in addition to any vote he or she may have as a Board member.
- (c) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-board appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-board.

12.6 Decisions without meetings

- (a) An act, matter or thing is taken to have been done or a resolution passed by a meeting of the Board, if a document containing a statement to that effect is assented to by all of the Board members other than:
 - (i) a Board member on leave of absence approved by the Board;
 - (ii) a Board member who disqualifies himself or herself from considering the act, matter or thing in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest; and
 - (iii) a Board member who the Board members reasonably believe is not entitled to do the act, matter or thing or to vote on the resolution in question,

and the Board members who assent to the document would have constituted a quorum at a meeting held to consider that act, matter, thing or resolution.

- (b) The act, matter or thing is taken to have been done or the resolution passed when the document is last assented to by a Board member.
- (c) Two or more separate documents in identical terms each of which is assented to by one or more Board members are to be taken as constituting one document.
- (d) A Board member may signify assent to a document by signing the document or by notifying the Association of his or her assent in person or by post, facsimile, electronic, telephone or other method of written, audio or audio-visual communication.
- (e) Where a Board member signifies assent to a document otherwise than by signing the document, he or she must by way of confirmation sign the document at the next meeting of the Board attended by that Board member, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.
- (f) Where a document is assented to in accordance with this rule 12.6, the document is to be taken as a minute of a meeting of the Board.

13 Delegation to subcommittees and individuals

13.1 Delegation to subcommittees

- (a) The Board may at any time resolve to:
 - (i) establish one or more subcommittees consisting of such persons as it determines;
 - (ii) delegate to each subcommittee such of its powers required for the effective and efficient running and administration of the subcommittee;
 - (iii) revoke any or all of the powers delegated to each subcommittee and vary the nature and scope of the powers delegated;
 - (iv) establish a subcommittee on an on-going basis, for a specific period of time or until a particular task or objective has been completed;

- (v) provide any subcommittee with such money, property or other benefit and subject to such terms and conditions as it determines; and
 - (vi) change the composition of a subcommittee at any time or dissolve it all together.
- (b) Each subcommittee must:
- (i) comply with any subcommittee guidelines as supplied by the Board from time to time; and
 - (ii) exercise the powers delegated in accordance with any directions of the Board including providing the Board with such reports as and when requested.
- (c) The Board may continue to exercise all of its powers despite any delegation made under this rule 13.1.
- (d) The provisions of this constitution applying to meetings and resolutions of the Board apply, so far as they can and with any necessary changes, to meetings and resolutions of each subcommittee.

13.2 Delegation to individuals

- (a) Subject to the Act, the Board may resolve to delegate any of its powers:
- (i) to one or more Board members;
 - (ii) to one or more Members; or
 - (iii) if the Association has engaged one or more employees, to one or more employees.
- (b) The Board may delegate its powers for such time as it determines and may revoke or vary any power delegated under rule 13.2(a) at any time.
- (c) A person to whom any powers have been delegated under this rule 13.2 must exercise the powers delegated in accordance with any directions of the Board.
- (d) The Board may continue to exercise all of its powers despite any delegation made under this rule 13.2.

14 Payments to Board members

- (a) Subject to rule 14(e), Board members are entitled to be paid all reasonable authorised travelling and other expenses properly incurred by them in connection with the affairs of the Association, including attending and returning from general meetings of the Association and meetings of the Board members.
- (b) Subject to rule 14(c), any Board member may receive reasonable and proper payment for any services rendered to the Association, provided that any payment to a Board member in his or her capacity as a Board member is made in accordance with the law.
- (c) All payments by the Association to a director under 14(b) must be approved by resolution of Members at a general meeting of the Association.

- (d) Nothing in this rule 14 restricts the remuneration to which a Board member may be entitled as an officer or employee of the Association in a capacity other than Board member.
 - (e) Notwithstanding anything else in this constitution, no payment of any kind which is permitted to be paid to a Board member by this constitution can be made by the Association to a Board member until that payment is approved by the members in general meeting.
-

15 Interested Board members

- (a) A Board member may be a Board member, director, or other officer of:
 - (i) a related body corporate;
 - (ii) a body corporate promoted by the Association; or
 - (iii) any body corporate in which the Association is interested.
 - (b) No contract or other arrangement made between a Board member and the Association is voided merely as a result of holding the office of Board member or because of the fiduciary obligations arising out of that office.
 - (c) Each Board member must disclose all personal interests and other matters that could, or do, give rise to a conflict of interest in relation to a matter or decision being considered by the Board.
 - (d) Where a Board member has a material personal interest in a matter to be considered at a meeting, that Board member must not be present while the matter is being considered at the meeting or vote on the matter.
 - (e) Except where the personal interest is material, a Board member who has a personal interest in an arrangement may, despite that interest:
 - (i) be counted in determining whether there is a quorum
 - (ii) be present at any Board meeting considering that arrangement; and
 - (iii) vote in respect of the arrangement or any matter arising out of it.
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16 Office Bearers

16.1 Office Bearers

- (a) The Office Bearers of the Association are to be elected by the Members and are:
 - (i) the chair person;
 - (ii) the deputy chairperson;
 - (iii) the treasurer;
 - (iv) the Secretary; and

- (v) such other Office Bearer position as determined by the Board from time to time.
- (b) A Board member may hold up to two Office Bearer positions at the same time (other than both the chair and deputy chair).
- (c) Each Office Bearer is, unless he or she retires or is removed earlier in accordance with this constitution or the Act, to hold office until the conclusion of the annual general meeting following the date that is two years after of his or her election, but is, subject to rule 16.1(d), eligible for re-election.
- (d) Unless resolved by a Special Resolution, the position of Chairperson must not be occupied by the same person for more than three consecutive years.
- (e) For the avoidance of doubt, Office Bearers are Board members and are to be counted when calculating the maximum and minimum number of Board members under rule 10.1.

16.2 Secretary

- (a) The Secretary shall be appointed by the Board.
- (b) It is the duty of the Secretary to ensure that proper minutes and records are kept, including:
 - (i) all appointments of Office Bearers and members of the Board,
 - (ii) the names of members of the Board present at a Board meeting or a general meeting of Members, and
 - (iii) all proceedings at Board meetings and general meetings.
- (c) Minutes of proceedings at a meeting must be signed by the chair of the meeting or by the chair of the next succeeding meeting.
- (d) Minutes of meetings must be kept for a period of 5 years and can be kept in electronic or written form.
- (e) The Secretary is also responsible for ensuring that the Register is properly kept as described at rule 5.5 and section 53 of the Act.
- (f) The Secretary is also responsible for ensuring the register of Office Bearers is kept properly as required by section 58 of the Act.

16.3 Treasurer

It is the duty of the treasurer of the Association to ensure that:

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made;
- (b) correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association; and
- (c) comply on behalf of the Association with Part 5 decision 3 of the Act with respect to the accounting records of the Association by:

- (i) keeping a true and correct record of the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared and conveniently and properly audited from time to time;
 - (iii) submitting the Members at each Annual General Meeting of the Association its accounts showing its financial position at the end of the immediately preceding Financial year.
- (d) whenever directed to do so by the Chair, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (e) unless the Members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records the Association.
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Part F – Winding up

17 Winding up

- (a) In this rule:

Surplus property, in relation to the Association, means property remaining after satisfaction of:

- (i) the debts and liabilities of the Association; and
- (ii) the costs, charges and expenses of winding up or cancelling the incorporation of the Association.

On the cancellation of the incorporation or the winding up of the Association its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

Part G – Administrative matters

18 Insurance

- (a) The Association may effect and maintain insurance.
-

19 Funds - sources

- (a) The funds of the Association are to be derived from membership fees, donations, surplus from functions or fundraising activities conducted by the Association and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.
- (b) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of one of the Association's bank or other authorised deposit-taking institution accounts.

- (c) The Association must implement and maintain such accounting and other systems as is required for it to properly track and account for funds received by the Association and the way such funds are subsequently used including, where appropriate, issuing a receipt.
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20 Funds – management (including electronic banking)

- (a) Subject to any resolution passed by the Association in general meeting and this constitution, the funds of the Association are to be used in pursuance of the objects of the Association in such manner and in such amount as the Board in its absolute discretion determines.
 - (b) Funds are to be managed in accordance with the fund management policy set by the committee.
 - (c) The Board may establish such banking facilities as it determines necessary for the proper operation of the Association, including electronic banking and credit card facilities, so long as such facilities comply with any banking guidelines of the Association.
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21 Amendment to Constitution

The Members may at any time and from time to time, by a Special Resolution amend, rescind or repeal these Rules or make Rules additional to these rules, subject to their complying with sections 30, 31 and 33 of the Act.

These Rules bind every Member and the Association to the same extent as if every Member and the Association had agreed in writing to be bound by these Rules.

22 Custody of books

All records, books and other documents relating to the Association must be kept:

- (a) at the Association's premises; or
 - (b) if the Association does not have a premises or if the Board resolves, under the custody or control of the public officer.
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23 Inspection of books etc.

- (a) Subject to the law and rule 23(b), the Board members may determine whether and to what extent, and at what time and places and under what conditions, the minute books, accounting records and other documents of the Association or any of them will be open to inspection.
- (b) A Member may, upon reasonable notice to the Board members, inspect any books, records or documents of the Association, provided the information obtained is only used for a proper purpose in connection with membership of the Association. The Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring the purpose is connected with the affairs of the Association. In the case of Board members; minutes and resolutions, the Board members may, at their complete discretion, refuse to provide all or some of the Board members' minutes or provide such

records in a redacted form. A Member may obtain a copy of any of the documents referred to in this rule on payment of a fee of not more than \$1 for each page copied.

- (c) The Association must establish and administer all registers required to be kept by law and each member must provide the Association with such information as is required for the Association to comply with this rule. If events occur which would cause the information contained in a Register maintained by the Association to be inaccurate the Member must notify the Association in writing of the change within 21 days of the date of such change occurring.
- (d) Unless proved incorrect, the Register is sufficient evidence of the matter shows in the Register.
- (e) The Association must keep all financial and other records required by law.

24 Service of notices

- (a) For the purpose of this constitution, a notice may be served on or given to a person:
 - (i) by delivering it to the person personally,
 - (ii) by sending it by pre-paid post to the address of the person, or
 - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (b) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee,
 - (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

25 Financial year

- (a) Subject to rule 25(b) ,the financial year of the Association is:
 - (i) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June; and
 - (ii) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.
- (b) The Board may, to the extent permitted by law and the Commissioner, vary the Association's financial year.

26 Common Seal of Association

- (a) The Association may but is not required to have and use a common seal.
- (b) If the Board determines that the Association have a common seal, then it must be kept and used in accordance with the law.
- (c) The Association may execute a document without using a common seal if the document is signed by:
 - (i) 2 Board members; or
 - (ii) one Board member and a person authorised by the Board.
- (d) If the Association has a common seal:
 - (i) the name of the Association must appear in legible characters on the common seal; and
 - (ii) a document may only be sealed with the common seal by the authority of the Board and in the presence of:
 - two Board members; or
 - one Board member and a person authorised by the Board,and each of them is to sign the document to attest that the document was sealed in their presence.
- (e) The Secretary must make a written record of each use of the common seal and maintain a record of all documents executed without using the common seal.
- (f) The common seal must be kept in the custody of the Secretary or as authorised by the Board.

Schedule 1 Dictionary

1 Dictionary

In this constitution:

Act means the Associations Incorporation Act 2015 (WA) as amended from time to time.

Association means The Rural, Regional, Remote Women's Network of Western Australia Inc.

Board means the governing body of the Association.

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act.

Board member means a person elected to the management committee under rule 10.2 of this constitution.

Member means a member of the Association; **Members** has a corresponding meaning.

Office Bearer has the meaning given at rule 16.1(a).

Register has the meaning given at rule 5.5.

Regulation means the *Associations Incorporation Regulations 2015 (WA)*.

Secretary means:

- (g) the person holding office under this constitution as secretary of the Association as appointed under rule 16.2; or
- (h) if no such person holds that office - the public officer of the Association.

Special general meeting means a general meeting of the Association other than an annual general meeting.

Special Resolution means a resolution of the Members passed in accordance with section 51 of The Act.

Surplus Assets has the meaning given at rule 17(a).

2 Interpretation

- (a) In this constitution:
 - (i) a reference to a function includes a reference to a power, authority and duty, and
 - (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (b) The provisions of the Acts Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.
- (c) Without limiting rule Schedule 1, 2(b) unless the contrary intention appears:
 - (i) words importing the singular include the plural and vice versa;
 - (ii) words importing a gender include every other gender;

- (iii) a reference to a person includes that person's successors and legal personal representatives;
- (iv) a reference to any statute, regulation, proclamation, ordinance or by-laws includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- (v) the words and phrases 'such as', 'for example', 'including', 'particularly' and similar expressions are not used as, nor intended to be, interpreted as words of limitation; and

where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings

Schedule 2 Table of membership classes, requirements, rights and fees

No	Membership class	Qualifications	Rights	Joining fee	Annual Fee
1	Ordinary member	Any natural person who Satisfies the eligibility criteria in rule 5.1	Entitled to: <ul style="list-style-type: none"> • receive notice of a meeting of members; • attend all general meetings of members; and • to exercise 1 vote on a show of hands and in a poll. 	As determined by the Board from time to time	As determined by the Board from time to time
2	Associate member (Junior / Senior title of honorary as determined by resolution of the Board).	Any natural person who satisfies the eligibility criteria in rule 5.1	Entitled to: <ul style="list-style-type: none"> • receives notice of meeting of members; • attends all general meetings of members: and • does not have a right to vote. 	As determined by the Board from time to time	As determined by the Board from time to time
3	Corporate member	Any corporation or entity that does not fit the requirements to be an Organisational Member may be classified as a corporate member.	Entitled to: <ul style="list-style-type: none"> • receive notice of a meeting of members; and • appoint 1 observer to attend all general meetings of members. Note: a corporate member has no right to vote on a show of hands or in a poll. 	As determined by the Board from time to time	As determined by the Board from time to time